

Fortune Brands Home & Security, Inc.
 Form 4
 October 08, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 WYATT E LEE

2. Issuer Name and Ticker or Trading Symbol
 Fortune Brands Home & Security, Inc. [FBHS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 520 LAKE COOK ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/06/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP and CFO

DEERFIELD, IL 60015

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, Par Value \$0.01 | 07/08/2014 | | G ⁽¹⁾ | V 71,033 D \$ 0 | 162,707 | D | |
| Common Stock, Par Value \$0.01 | 07/08/2014 | | G ⁽¹⁾ | V 71,033 A \$ 0 | 71,033 | I | By Mr. Wyatt's spouse |
| Common Stock, Par Value \$0.01 | 09/02/2014 | | G ⁽²⁾ | V 55,000 D \$ 0 | 16,033 | I | By Mr. Wyatt's spouse |

| | | | | | | | | | |
|-----------------------------------------|------------|------------------|---|--------|---|-------------|------------------------|---|--------------------------------------------------------------------|
| Common Stock, Par Value \$0.01 | 09/02/2014 | G ⁽²⁾ | V | 55,000 | A | \$ 0 | 60,750 ⁽³⁾ | I | By trusts held for the benefit of Mr. Wyatt's heirs |
| Common Stock, Par Value \$0.01 | 10/06/2014 | F ⁽⁴⁾ | | 12,880 | D | \$ 40.82 | 149,827 ⁽⁵⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| WYATT E LEE 520 LAKE COOK ROAD DEERFIELD, IL 60015 | | | SVP and CFO | |

Signatures

/s/ Angela M. Pla, Attorney-in-Fact for E. Lee
Wyatt, Jr. 10/08/2014

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects the gift of shares of the issuer's common stock to Mr. Wyatt's spouse.

(2) Reflects the gift of shares of the issuer's common stock by Mr. Wyatt's spouse to trusts held for the benefit of Mr. Wyatt's heirs.

Reflects the number of shares of the issuer's common stock held by trusts for the benefit of Mr. Wyatt's heirs. Mr. Wyatt disclaims
(3) beneficial ownership of the shares held by the trusts and this report should not be deemed an admission that Mr. Wyatt is the beneficial owners of the shares held by the trusts.

(4) Reflects the withholding by the issuer of shares having a fair market value equal to the withholding taxes payable by the undersigned at the time the RSU award vested and became payable, such transaction being exempt under Rule 16b-3(e).

(5) Includes a total of 59,131 restricted stock units that have not yet vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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